

EXHIBIT B

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., et. al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) Objection Deadline: October 24, 2011 @ 4:00 p.m.
) Hearing Date: Only if Objection is Timely Filed
)

**EIGHTEENTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	August 1, 2011, through August 31, 2011
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 6,483.75
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% ¹) sought as actual, reasonable and necessary:	CDN \$ 851.59

This Applicant's Eighteenth Monthly Application.

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¹ On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75 Reduction -\$708.50	\$ 10,399.55	\$ 78,943.00 \$ 19,027.25	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 – April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20 \$ 2,953.05	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 – May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00 \$ 4,244.25	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 – June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00 \$ 4,701.50	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 – July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00 \$ 3,446.50	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 – August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00 \$ 2,132.75	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 – September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00 \$ 1,166.75	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00 \$ 1,368.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00 \$ 1,006.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00 \$ 2,295.75	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00	\$ 2,535.34
05/12/2011 Dkt. #26925	March 1, 2011 – March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 – April 30, 2011	\$ 17,471.25	\$ 2,475.77	\$ 13,977.00	\$ 2,475.77
06/30/2011 Dkt. #27196	May 1, 2011 – May 31, 2011	\$ 3,720.00	\$ 493.40	\$ 2,976.00	\$ 493.40
08/04/2011 Dkt. #27374	June 1, 2011 – June 30, 2011	\$ 7,965.00	\$ 1,067.51	\$ 6,372.00	\$ 1,067.51
08/31/2011 Dkt. #27534	July 1, 2011 – July 31, 2011	\$ 7,597.50	\$ 989.49	Pending	Pending

Fee Detail by Professional for the Period of August 1, 2011, through August 31, 2011:

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ² (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 23 Years 1988	\$525.00	8.55	\$ 4,488.75
Matthew G. Moloci	Partner, 13 Years 1998	\$450.00	3.10	\$ 1,395.00
Cindy Yates	Law Clerk, 30 Yrs., 1985	\$120.00	5.00	\$ 600.00
Grand Total			16.65	\$ 6,483.75
Blended Rate				\$ 389.41
Blended Rate (excluding Law Clerk time)				\$ 505.04

Monthly Compensation by Matter Description for the Period of August 1, 2011, through August 31, 2011:

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	13.35	\$ 4,833.75
11 - Fee Applications, Applicant	2.80	\$ 1,417.50
14 - Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 - Other	0.50	\$ 232.50
TOTAL	16.65	\$ 6,483.75

² Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

Monthly Expense Summary for the Period August 1, 2011, through August 31, 2011:

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		3.54
Courier Charge		0.00
Travel – Meals		0.00
Long Distance Calls		4.16
Harmonized Sales Tax (HST) 13%		843.89
TOTAL		\$851.59

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for August 1, 2011, through August 31, 2011, (this “Monthly Fee Statement”)³ pursuant to the Modified Order Granting The Canadian ZAI Claimants’ Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before October 24, 2011, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

³Applicant’s Invoice for August 1, 2011, through August 31, 2011, is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period August 1, 2011, through August 31, 2011, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$6,483.75 and actual and necessary expenses in the amount of CDN \$851.59 (Includes 13% Harmonized Sales Tax) for a total allowance of CDN \$7,335.34; Actual Interim Payment of CDN \$5,187.00 (80% of the allowed fees) and reimbursement of CDN \$851.59 (100% of the allowed expenses) be authorized for a total payment of CDN \$6,038.59; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines

and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: October 4, 2011

Respectfully submitted,

By:

/s/ Daniel K. Hogan

Daniel K. Hogan (DE Bar No. 2814)
THE HOGAN FIRM
1311 Delaware Avenue
Wilmington, Delaware 19806
Telephone: 302.656.7540
Facsimile: 302.656.7599
Email: dkhogan@dkhogan.com

**Counsel to the Representative Counsel as Special
Counsel for the Canadian ZAI Claimants**

EXHIBIT A

W.R. GRACE & CO., et al.
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION
DATE:
August 31, 2011
OUR FILE NO: 05L121

H.S.T. REGISTRATION NO. 873984314 RT - 0001

CANADIAN ZAI MONTHLY FEE APPLICATION

(August 1, 2011 – July 31, 2011)

DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
08/02/11	Email from Cindy Yates confirming receipt of payment of April, 2011 fee application	MGM	\$450.00	0.10	\$45.00
08/03/11	Email from Cindy Yates to Karen Harvey with attached Scarfone Hawkins draft June, 2011 fee application	MGM	\$450.00	0.10	\$45.00
08/03/11	Email from Karen Harvey forwarding class member inquiry; email from Michel Belanger regarding class member inquiry and reply	MGM	\$450.00	0.10	\$45.00
08/03/11	Email from Careen Hannouche regarding proposed dates for meeting in Montreal to further review claims administration process together with Collectiva and Don Pinchin; email from David Thompson to Sandra McCash to follow-up with Pinchin	MGM	\$450.00	0.10	\$45.00
08/04/11	emails to and from Careen Hannouche, email to Don Pinchin, memo to Matt Moloci all re: August 30th meeting	DT	\$525.00	0.35	\$183.75
08/04/11	memos to and from Cindy Yates, emails to and from Karen Harvey re: wire transfer of holdback monies, email to Careen Hannouche	DT	\$525.00	0.25	\$131.25
08/04/11	receipt of and respond to various and multiple class member inquiries re: status of settlement	DT	\$525.00	0.35	\$183.75
08/04/11	receipt Careen Hannouche letter and Dan Hogan letter and account, memo to Cindy Yates, letter to Careen Hannouche re: new meeting dates	DT	\$525.00	0.50	\$262.50
08/04/11	Emails from Cindy Yates and Careen Hannouche reconciling receipt of payments in respect to The Hogan Firm quarterly holdback from October 2010 and monthly fee application for April 2011 and part payments to Lauzon Belanger	MGM	\$450.00	0.10	\$45.00
08/04/11	Emails from Karen Harvey attaching Scarfone Hawkins June 2011 fee application for review,	MGM	\$450.00	0.10	\$45.00

	service and filing; email from Cindy Yates to Harvey attaching signed certificate; email from David Thompson to Harvey with comments				
08/04/11	Email from David Thompson to Don Pinchin regarding proposed dates for meeting in Montreal regarding CDN ZAI PD claims administration; further email from Thompson regarding proposed meeting and dates	MGM	\$450.00	0.10	\$45.00
08/05/11	receipt Karen Harvey email and application, emails to and from Karen Harvey, review certification	DT	\$525.00	0.35	\$183.75
08/05/11	review quarterly application from Karen Harvey, receipt Karen Harvey emails, email to Karen Harvey, etc., receipt Don Pinchin email re: new meeting dates, etc.	DT	\$525.00	0.50	\$262.50
08/05/11	receipt of and respond to various class member inquiries	DT	\$525.00	0.25	\$131.25
08/05/11	email to Careen Hannouche and Michel Belanger, re: new meeting dates received from Don Pinchin	DT	\$525.00	0.25	\$131.25
08/05/11	Emails from Karen Harvey, Careen Hannouche and Cindy Yates regarding 6th Quarterly Fee Application of Scarfone Hawkins and receipt of payment	MGM	\$450.00	0.10	\$45.00
08/05/11	Email from Don Pinchin regarding proposed meeting in Montreal; email reply from David Thompson to Pinchin; further email from Thompson to Careen Hannouche and Michel Belanger regarding proposed meeting and further dates	MGM	\$450.00	0.10	\$45.00
08/08/11	receipt Careen Hannouche email, receipt Matt Moloci memo, letter to Don Pinchin, letter to Careen Hannouche, memo to Matt Moloci all re: meeting in Montreal	DT	\$525.00	0.40	\$210.00
08/08/11	follow-up email to Careen Hannouche, memo to Matt Moloci re: meeting in Montreal	DT	\$525.00	0.25	\$131.25
08/08/11	Emails from and to David Thompson and Careen Hannouche regarding proposed meeting in Montreal for claims administration	MGM	\$450.00	0.20	\$90.00
08/09/11	receipt of and respond to various class member inquiries	DT	\$525.00	0.25	\$131.25
08/09/11	Emails from Sue McCormack, Cindy Yates and Careen Hannouche regarding fee application payments, reconciliation and wire transfer to Lauzon Belanger	MGM	\$450.00	0.10	\$45.00
08/10/11	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
08/12/11	review memo, follow-up to confirm meeting, memo to Matt Moloci re: meeting arrangements	DT	\$525.00	0.35	\$183.75
08/12/11	Email from Sue McCormack regarding receipt of payment from Grace	MGM	\$450.00	0.10	\$45.00
08/15/11	receipt of and respond to various class member inquiries	DT	\$525.00	0.25	\$131.25
08/15/11	receipt Sue McCormick and Cindy Yates memos re: payment received from Grace	DT	\$525.00	0.10	\$52.50

08 /15/11	receipt Don Pinchin email, letter to Careen Hannouche and Michel Belanger, etc., memo to Matt Moloci, follow-up to book meeting	DT	\$525.00	0.35	\$183.75
08 /15/11	Emails from Cindy Yates and Sue McCormick regarding payment from Grace and reconciliation	MGM	\$450.00	0.10	\$45.00
08 /15/11	Email from Don Pinching confirming availability for meeting in Montreal	MGM	\$450.00	0.10	\$45.00
08 /16/11	receipt Careen Hannouche email, letter to Careen Hannouche, letter to Don Pinchin, memo to Matt Moloci	DT	\$525.00	0.35	\$183.75
08 /16/11	emails to and from Karen Harvey re: CNO and timing, etc.	DT	\$525.00	0.10	\$52.50
08 /16/11	Emails from David Thompson and Careen Hannouche confirming Montreal meeting and Don Pinchin's availability and attendance at meeting	MGM	\$450.00	0.10	\$45.00
08 /18/11	Email from David Thompson regarding itinerary and arrangements for meeting in Montreal; further email from Thompson to all counsel confirming meeting in Montreal	MGM	\$450.00	0.10	\$45.00
08 /19/11	memos to and from Matt Moloci, receipt Adrienne Glen email re: extension of stay	DT	\$525.00	0.10	\$52.50
08 /19/11	Email from Adrienne Glen regarding Grace Canada motion seeking extension of stay; telephone message from Glen; email to David Thompson regarding scheduling; emails to and from Glen confirming no objection to further stay	MGM	\$450.00	0.20	\$90.00
08 /19/11	Email from David Thompson regarding Montreal meeting; reply to Thompson; further emails from Thompson to Careen Hannouche and Don Pinchin	MGM	\$450.00	0.10	\$45.00
08 /22/11	receipt Careen Hannouche email, follow-up with Matt Moloci, receipt Matt Moloci memo, follow-up re: arrangement for September 28th meeting	DT	\$525.00	0.40	\$210.00
08 /22/11	memos to and from Matt Moloci, receipt Careen Hannouche email, etc., email to Careen Hannouche	DT	\$525.00	0.25	\$131.25
08 /22/11	email to Careen Hannouche re: meeting arrangements and details, etc., emails to and from Karen Harvey re: July expense summary	DT	\$525.00	0.25	\$131.25
08 /22/11	Emails from and to David Thompson regarding Montreal meeting and itinerary	MGM	\$450.00	0.10	\$45.00
08 /22/11	Emails from and to Careen Hannouche regarding Grace Canada request for further extension of stay; provide prior order and endorsement of Justice Morawetz concerning CCAA stay	MGM	\$450.00	0.20	\$90.00
08 /22/11	Email from Karen Harvey to counsel with attached Certificates of No Objection for Sixteenth Monthly Fee Applications of The Hogan Firm, Lauzon Belanger and Scarfone Hawkins; review	MGM	\$450.00	0.10	\$45.00
08 /23/11	review motion record for extension of stay of proceedings to March 2012	DT	\$525.00	0.25	\$131.25
08 /23/11	Emails from David Thompson to Careen Hannouche and Don Pinchin regarding	MGM	\$450.00	0.10	\$45.00

	Montreal meeting itinerary and agenda				
08/24/11	Emails from Don Pinchin and Careen Hannouche regarding Montreal meeting itinerary	MGM	\$450.00	0.10	\$45.00
08/25/11	receipt Careen Hannouche email re: meeting	DT	\$525.00	0.10	\$52.50
08/25/11	receipt Don Pinchin email re: September 28th meeting in Montreal	DT	\$525.00	0.10	\$52.50
08/25/11	receipt Dan Hogan email and fee auditor's final report, review same	DT	\$525.00	0.25	\$131.25
08/25/11	Email from Dan Hogan with attached Fee Auditors Report of August 25, 2011; review	MGM	\$450.00	0.10	\$45.00
08/26/11	receipt and review order and endorsement	DT	\$525.00	0.25	\$131.25
08/26/11	Email from Vasuda Sinha on behalf of Grace Canada with attached order and endorsement of Justice Morawetz granting extension of CCAA stay; review	MGM	\$450.00	0.10	\$45.00
08/29/11	receipt of and respond to various class member inquiries re: status of settlement and US appeals	DT	\$525.00	0.25	\$131.25
08/29/11	emails to and from Karen Harvey, etc., follow-up discussion with Matt Moloci re: Scarfone Hawkins fee application timing	DT	\$525.00	0.25	\$131.25
08/29/11	Emails from Karen Harvey, Cindy Yates and David Thompson regarding Grace payment and reconciliation and further fee application preparation and submission; review	MGM	\$450.00	0.10	\$45.00
08/31/11	discuss with Cindy Yates re: finalization of fee application, memo to Matt Moloci, memo to Cindy Yates, etc.	DT	\$525.00	0.25	\$131.25
08/31/11	receipt and review fee application and email from Karen Harvey, review application for accuracy, review with Cindy Yates, execute certification of counsel, emails to and from Karen Harvey, etc.	DT	\$525.00	0.40	\$210.00
08/31/11	Emails from and to Cindy Yates and David Thompson regarding fee application for July 2011	MGM	\$450.00	0.10	\$45.00
08/31/11	Emails from Karen Harvey with attached Seventeenth Monthly Fee Applications of The Hogan Firm, Lauzon Belanger and Scarfone Hawkins	MGM	\$450.00	0.10	\$45.00
08/31/11	review dockets for period August 1, 2011 to August 31, 2011, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of August 1, 2011 to August 31, 2011	LC	\$120.00	5.00	\$600.00

			SUB-TOTAL	16.65	\$6,483.75
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TIMEKEEPER	ID	HOURS	RATE	TOTAL	PLUS 13% H.S.T
DAVID THOMPSON 23 + years	DT	8.55	\$525.00	\$4,488.75	\$583.54
MATTHEW G. MOLOCI 13 + years	MGM	3.10	\$450.00	\$1,395.00	\$181.35
LAW CLERK Cindy Yates 30 years	CY	5.00	\$120.00	\$600.00	\$78.00
SUB-TOTAL:		16.65		\$6,483.75	\$842.89
TOTAL FEES AND TAXES:					\$7,326.64

DISBURSEMENTS SUMMARY

DATE	DISBURSEMENT	HST EXEMPT	HST NON-EXEMPT	PLUS 13% H.S.T.	TOTAL
08/01/11 08/31/11	Postage – August 1, 2011 – August 31, 2011		\$3.54	\$0.46	\$4.00
08/01/11 08/31/11	Long Distance Calls – Various calls from August 1, 2011 – August 31, 2011		\$4.16	\$0.54	\$4.70
TOTAL DISBURSEMENTS:			\$7.70	\$1.00	\$8.70

TOTAL FEES AND APPLICABLE TAXES:	\$7,335.34
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THIS IS OUR FEE APPLICATION,
Per:

SCARFONE HAWKINS LLP
E. & O.E.

*Del. Bankr. LR 2016-2(e)(iii) allows for \$.10 per page for photocopies.

EXHIBIT B

CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)

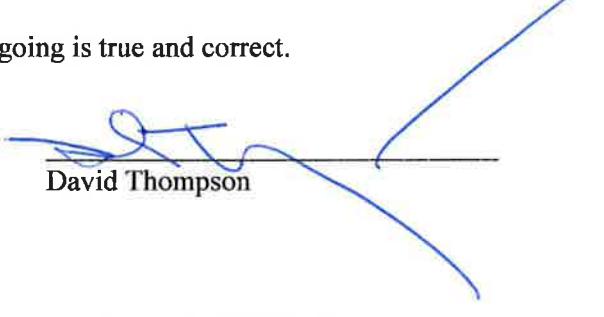
PROVINCE OF ONTARIO :
: ss
CITY OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.

4. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.



David Thompson

SWORN AND SUBSCRIBED

Before me this 3RD day of October, 2011.



Cindy L. Yates

Notary Public

My Commission Expires: _____

Cindy Lea Yates, a Commissioner, etc.,
City of Hamilton, for Scarfone Hawkins LLP,
Barristers and Solicitors.
Expires March 21, 2012.